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1201 Hays Street
Tallahassee, FL 32301

800-342-8086

CSC networks
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ACCOUNT NO. : 07210000003 2

REFERENCE : 653606 5362A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

RECEIVED

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ORDER DATE : August 3, 1995

ORDER TIME : 5:56 PM

ORDER NO. : 653606

CUSTOMER NO: 5362A

CUSTOMER: Andrea Weinstein, Esq
Joel Schonfeld, Esq
Suite 810
26 Court Street
Brooklyn, NY 11242

FOREIGN FILINGS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 22 AM 10:45

NAME: BUTTERFLY TECHNOLOGY, INC.

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

8/22

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BUTTERFLY TECHNOLOGY, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada
(State or country under the law of which it is incorporated)

3. 11-3276768
(FEI number, if applicable)

4. June 13, 1995
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1502, F.S.)

7. 26 Court Street, Suite 810
Brooklyn, New York 11242
(Current mailing address)

8. To engage in any lawful act or activity
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Oleg Lagutenko

Office Address: 196** East Country Club Drive

North Miami, Florida, 33180
(Zip Code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X Oleg Lagutenko.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS
95 AUG 22 AM 10:46

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Oleg Lagutenko

Address: 19655 East Country Club Drive

North Miami, FL 33180

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Oleg Lagutenko

Address: 19655 East Country Club Drive
North Miami, FL 33180

Vice Chairman:

Address:

Director: Melvyn S. Aronoff

Address: 404 N. Federal Hwy.
Hallandale, FL 33009

Director:

Address:

B. OFFICERS

President: Oleg Lagutenko

Address: 19655 East Country Club Drive
North Miami, FL 33180

Vice President:

Address:

Secretary: Melvyn S. Aronoff

Address: 404 N. Federal Hwy.
Hallandale, FL 33009

Treasurer: Melvyn S. Aronoff

Address: 404 N. Federal Hwy.
Hallandale, FL 33009

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Oleg Lagutenko
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

X 14. Oleg Lagutenko, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

STATE OF NEVADA

CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **BUTTERFLY TECHNOLOGY, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 4th day of August, 1995.

Dean Heller

Secretary of State

By [signature]

Certification Clerk

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95 AUG 22 AM 10:47